



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

November 27, 1981

RECORDATION NO. 8245-17 Filed 1426

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

3/15/82
10.00
Fee

MAR 15 1982 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary:

ICC Washington, D. C.

8245-D I have enclosed an original and several counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document dated as of November 27, 1981.

The primary document to which this is connected is recorded under Recordation No. 8245.

The names and addresses of the parties to the document are as follows:

Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Trustee: Continental Illinois National Bank
and Trust Company of Chicago, as Trustee
30 N. LaSalle Street
Chicago, Illinois 60693

The equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

Supplemental Trust Agreement to an Equipment Trust Agreement with Recordation No. 8245, dated as of 11/27/81 covering the equipment described therein.

Very truly yours,


James M. Gillespie

JMG:bmt
Enclosures

8245-D
RECORDATION NO. 8245-D Filed 1425
SUPPLEMENTAL TRUST AGREEMENT

MAR 15 1982 - 2 30 PM

Dated as of November 27, 1981

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of November 27, 1981, between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 1, 1976 (the "Trust Agreement"), providing for the issue of its 11% Equipment Trust Certificates, First 1976 Series due June 30, 1991 (the "Trust Certificates"), in the aggregate principal amount of \$25,000,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has become worn out, sold, unsuitable for use, lost or destroyed; and

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended in its entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions hereof but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

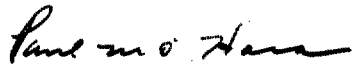
Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement shall be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachment A as provided herein, this Supplemental Trust Agreement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada. The Company is hereby appointed the agent of the Trustee for the purpose of taking delivery of any Equipment being delivered in substitution for Equipment, cash, or letters of credit being released in connection herewith.


The provisions of this Supplemental Trust Agreement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By 
Vice President

ATTEST:


Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
as Trustee

By 
Its **VICE PRESIDENT**

ATTEST:


Its **TRUST OFFICER**

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 27th day of November, 1981, before me personally appeared Paul M. O'Hara, to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on November 27, 1981, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lucia Prewitt
Notary Public

My Commission Expires:

March 26, 1983

(S E A L)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 18th day of JANUARY, 1981, before me personally appeared M. L. Kruger, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association and that said instrument was on JANUARY 18 1982 signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

V. Wasly
Notary Public

My Commission Expires:

My Commission Expires July 2, 1984

(S E A L)

My Commission Expires July 2, 1984

APPENDIX A

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1976 SERIES

QUANTITY	SERIAL # FROM TO	CAR INLT	RUNNING # FROM TO	CAR TYPE	MECH AAR DESN CODE	TRUCK CAPACITY	DESCRIPTION
20	010841 010860	NATX 010841	010860	TANK	LI	TON	9,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
2	010862 010863	NATX 010862	010863	TANK	LI	TON	9,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
5	013836 013840	NATX 013836	013840	TANK	LI	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
2	013845 013846	NATX 013845	013846	TANK	LI	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
6	013878 013883	NATX 013878	013883	TANK	LI	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	013885	NATX 013885		TANK	LI	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
3	013899 013901	NATX 013899	013901	TANK	LI	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
5	026063 028067	NATX 028063	028067	TANK	LI	TON	24,000 GALLON CAPACITY DOT SPEC. DOT111A60ALW1
1	038240	PTX 038240		HOPPER	LI	TON	4,000 CUBIC FEET
20	038242 038261	PTX 038242	038261	HOPPER	LI	TON	4,000 CUBIC FEET
34	038263 038296	PTX 038263	038296	HOPPER	LI	TON	4,000 CUBIC FEET
6	038298 038303	PTX 038298	038303	HOPPER	LI	TON	4,000 CUBIC FEET
18	038305 038322	PTX 038305	038322	HOPPER	LI	TON	4,000 CUBIC FEET
14	038324 038337	PTX 038324	038337	HOPPER	LI	TON	4,000 CUBIC FEET
18	038339 038356	PTX 038339	038356	HOPPER	LI	TON	4,000 CUBIC FEET
25	038358 038382	PTX 038358	038382	HOPPER	LI	TON	4,000 CUBIC FEET
14	038384 038397	PTX 038384	038397	HOPPER	LI	TON	4,000 CUBIC FEET
25	038399 038423	PTX 038399	038423	HOPPER	LI	TON	4,000 CUBIC FEET
16	038425 038440	PTX 038425	038440	HOPPER	LI	TON	4,000 CUBIC FEET
3	038442 038444	PTX 038442	038444	HOPPER	LI	TON	4,000 CUBIC FEET
10	038446 038455	PTX 038446	038455	HOPPER	LI	TON	4,000 CUBIC FEET
13	038457 038464	PTX 038457	038464	HOPPER	LI	TON	4,000 CUBIC FEET
40	038700 038739	NCHX 038700	038739	HOPPER	LI	TON	4,000 CUBIC FEET
50	044600 044649	PTX 044600	044649	HOPPER	LI	TON	4,000 CUBIC FEET
47	044651 044697	PTX 044651	044697	HOPPER	LI	TON	4,000 CUBIC FEET
1	044699	PTX 044699		HOPPER	LI	TON	4,000 CUBIC FEET
17	044700 044716	NAHX 044700	044716	HOPPER	LI	TON	4,000 CUBIC FEET
45	044718 044762	NAHX 044718	044762	HOPPER	LI	TON	4,000 CUBIC FEET
15	044764 044778	NAHX 044764	044778	HOPPER	LI	TON	4,000 CUBIC FEET
5	044780 044784	NAHX 044780	044784	HOPPER	LI	TON	4,000 CUBIC FEET
14	044786 044799	NAHX 044786	044799	HOPPER	LI	TON	4,000 CUBIC FEET
3	046304 046806	NAHX 046804	046806	HOPPER	LI	TON	5,000 CUBIC FEET
17	046808 046824	NAHX 046808	046824	HOPPER	LI	TON	5,000 CUBIC FEET
4	046834 046837	NAHX 046834	046837	HOPPER	LI	TON	5,000 CUBIC FEET
2	046972 046973	NAHX 046972	046973	HOPPER	LI	TON	5,000 CUBIC FEET
8	046976 046983	NAHX 046976	046983	HOPPER	LI	TON	5,000 CUBIC FEET
50	055514 055563	NAHX 055514	055563	HOPPER	LI	TON	5,000 CUBIC FEET
13	055565 055577	NAHX 055565	055577	HOPPER	LI	TON	5,000 CUBIC FEET
63	055579 055641	NAHX 055579	055641	HOPPER	LI	TON	5,000 CUBIC FEET
2	055643 055644	NAHX 055643	055644	HOPPER	LI	TON	5,000 CUBIC FEET
20	056000 056019	NAHX 056000	056019	HOPPER	LI	TON	5,000 CUBIC FEET
7	056165 056191	NAHX 056165	056191	HOPPER	LI	TON	5,000 CUBIC FEET
22	056193 056214	NAHX 056193	056214	HOPPER	LI	TON	5,000 CUBIC FEET
14	056216 056229	NAHX 056216	056229	HOPPER	LI	TON	5,000 CUBIC FEET
2	056231 056232	NAHX 056231	056232	HOPPER	LI	TON	5,000 CUBIC FEET

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1976 SERIES

SERIAL #		CAR		RUNNING #		CAR		MECH AAR		TRUCK		DESCRIPTION	
QUANT.	FROM	TO	INIT	FROM	TO	TYPE	DESIGN CODE	CAPACITY					
1	056234		NAHX	056234		HOPPER	LO	L153	TON		5,000 CUBIC FEET		
15	056285	056294	NAHX	056285	056294	HOPPER	LO	L153	TON		5,000 CUBIC FEET		
1	057209		NAHX	057209		HOPPER	LO	L254	TON		5,000 CUBIC FEET		
2	057212	057213	NAHX	057212	057213	HOPPER	LO	L254	TON		5,000 CUBIC FEET		
3	057241	057243	NAHX	057241	057243	HOPPER	LO	L254	TON		5,000 CUBIC FEET		
3	057245	057247	NAHX	057245	057247	HOPPER	LO	L254	TON		5,000 CUBIC FEET		
1	057251		NAHX	057251		HOPPER	LO	L254	TON		5,000 CUBIC FEET		
8	057254	057261	NAHX	057254	057261	HOPPER	LO	L254	TON		5,000 CUBIC FEET		
5	058401	058405	NAHX	058401	058405	HOPPER	LO	L654	TON		6,000 CUBIC FEET		
10	071490	071499	NATX	071490	071499	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
2	071500	071501	NATX	071500	071501	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
11	071511	071521	NATX	071511	071521	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	072122		NATX	072122		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	072123		NATX	072123		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
10	072124	072133	NATX	072124	072133	TANK	TM	T105	TON		19,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
11	073267	073277	NATX	073267	073277	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
2	073281	073282	NATX	073281	073282	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	073284		NATX	073284		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
5	073290	073294	NATX	073290	073294	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	073326		NATX	073326		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
5	073328	073332	NATX	073328	073332	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	073344		NATX	073344		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
2	073349	073350	NATX	073349	073350	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
2	073352	073353	NATX	073352	073353	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
6	073356	073361	NATX	073356	073361	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
5	073407	073411	NATX	073407	073411	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
30	073421	073450	NATX	073421	073450	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
4	073453	073456	NATX	073453	073456	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
23	075315	075337	NATX	075315	075337	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	075365		NATX	075365		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	075366		NATX	075366		TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
6	075367	075372	NATX	075367	075372	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
34	075431	075464	NATX	075431	075464	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
9	075466	075474	NATX	075466	075474	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
3	075476	075478	NATX	075476	075478	TANK	TM	T105	TON		21,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	076385		NATX	076385		TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	076460		NATX	076460		TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	076469		NATX	076469		TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
8	076472	076479	NATX	076472	076479	TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
1	076481		NATX	076481		TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
12	076484	076495	NATX	076484	076495	TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
9	076497	076505	NATX	076497	076505	TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
9	078356	078364	NATX	078356	078364	TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
23	078366	078388	NATX	078366	078388	TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1
10	081049	081058	NATX	081049	081058	TANK	TM	T106	TON		24,000 GALLON CAPACITY	DOT SPEC.	DOT111A100W1

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1976 SERIES

FIRST 150 SERIES												
QUANT.	SERIAL #		CAR		RUNNING #		CAR TYPE	MECH AAR		TRUCK CAPACITY	DESCRIPTION	
	FROM	TO	INIT	FROM	TO	DESN		CODE				
23	093285	093307	NAHX	093285	093307	HOPPER	L0	L651	TON	3,000	CUBIC FEET	
7	475210	475216	NAHX	475210	475216	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
6	475218	475223	NAHX	475218	475223	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
1	475225	475225	NAHX	475225	475225	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
4	475227	475230	NAHX	475227	475230	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
2	475232	475233	NAHX	475232	475233	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
7	475235	475241	NAHX	475235	475241	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
5	475243	475247	NAHX	475243	475247	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
1	475249	475249	NAHX	475249	475249	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
8	475450	475457	NAHX	475450	475457	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
7	475459	475465	NAHX	475459	475465	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
2	475467	475468	NAHX	475467	475468	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
4	475470	475473	NAHX	475470	475473	HOPPER	L0	L153	TON	5,000	CUBIC FEET	
1	525053	525053	NAHX	525053	525053	HOPPER	L0	L254	TON	5,000	CUBIC FEET	
5	525060	525064	NAHX	525060	525064	HOPPER	L0	L254	TON	5,000	CUBIC FEET	
13	525067	525079	NAHX	525067	525079	HOPPER	L0	L254	TON	5,000	CUBIC FEET	
8	525081	525088	NAHX	525081	525088	HOPPER	L0	L254	TON	5,000	CUBIC FEET	

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